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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning NOV 1, 2014, and ending OCT 31, 2015

Name of foundation
THE ANDREW ALLEN CHARITABLE FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
C/O THOMAS N. LONG, P.C. P.O. BOX 87

City or town, state or province, country, and ZIP or foreign postal code
CHEYENNE, WY 82003

A Employer identification number
23-7862257

B Telephone number
215-751-2185

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

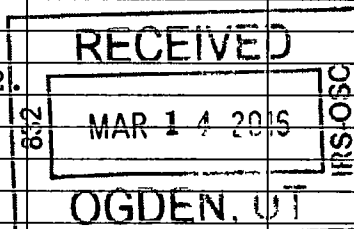
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 22,927,395.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

| Part I Analysis of Revenue and Expenses | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | | |
| 3 Interest on savings and temporary cash investments | | 469. | 469. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 547,897. | 547,897. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 1,511,412. | | | |
| b Gross sales price for all assets on line 6a | | 12,420,833. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 1,511,412. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | -4,204. | -4,204. | | STATEMENT 3 |
| 12 Total. Add lines 1 through 11 | | 2,055,574. | 2,055,574. | | |
| 13 Compensation of officers, directors, trustees, etc | | 202,765. | 202,765. | | 0. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees STMT 4 | | 13,180. | 13,180. | | 0. |
| b Accounting fees STMT 5 | | 8,540. | 8,540. | | 0. |
| c Other professional fees STMT 6 | | 200,494. | 200,494. | | 0. |
| 17 Interest | | | | | |
| 18 Taxes STMT 7 | | 40,049. | 5,345. | | 0. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses STMT 8 | | 839. | 839. | | 0. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 465,867. | 431,163. | | 0. |
| 25 Contributions, gifts, grants paid | | 1,169,062. | | | 1,169,062. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 1,634,929. | 431,163. | | 1,169,062. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | 420,645. | | | |
| b Net investment income (if negative, enter -0-) | | | 1,624,411. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |



| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year | |
|-----------------------------|-----|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 884,696. | 821,569. | 821,569. |
| | 2 | Savings and temporary cash investments | | | |
| | 3 | Accounts receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 | Other notes and loans receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments - U.S. and state government obligations | | | |
| | b | Investments - corporate stock | | | |
| | c | Investments - corporate bonds | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| Liabilities | | Less accumulated depreciation ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other STMT 9 | 18,925,821. | 19,409,593. | 22,105,826. |
| | 14 | Land, buildings, and equipment: basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 15 | Other assets (describe ▶) | | | |
| | 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 19,810,517. | 20,231,162. | 22,927,395. |
| | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | |
| Net Assets or Fund Balances | | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | |
| | | and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | | and complete lines 27 through 31. | | | |
| | 27 | Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 19,810,517. | 20,231,162. | |
| | 30 | Total net assets or fund balances | 19,810,517. | 20,231,162. | |
| | 31 | Total liabilities and net assets/fund balances | 19,810,517. | 20,231,162. | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|---|---|-------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 19,810,517. |
| 2 | Enter amount from Part I, line 27a | 2 | 420,645. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 20,231,162. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 20,231,162. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a | | | |
| b SEE ATTACHED STATEMENTS | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e 12,420,833. | | 10,909,421. | 1,511,412. |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | 1,511,412. |

| | | | |
|---|---|---|------------|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 1,511,412. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | { } | 3 | N/A |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2013 | 1,073,415. | 23,913,891. | .044887 |
| 2012 | 1,016,066. | 22,025,186. | .046132 |
| 2011 | 1,064,411. | 20,439,706. | .052076 |
| 2010 | 1,018,890. | 21,590,697. | .047191 |
| 2009 | 891,562. | 20,415,117. | .043672 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | .233958 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .046792 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | 4 | 23,447,198. |
| 5 Multiply line 4 by line 3 | 5 | 1,097,141. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 16,244. |
| 7 Add lines 5 and 6 | 7 | 1,113,385. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 1,169,062. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

| | | | |
|--|------------|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 16,244. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 16,244. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 16,244. |
| 6 Credits/Payments: | | | |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a 33,000. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 33,000. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 16,756. | |
| 11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 16,756. Refunded <input type="checkbox"/> | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> WY | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|--|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | 13 | X | |
| 14 | The books are in care of ► THOMAS N. LONG Telephone no. ► 307-635-0710 Located at ► P.O. BOX 87 CHEYENNE, WY ZIP+4 ► 82003 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A | | | |
| 16 | At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ► | 16 | Yes | No |
| | | | | X |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

| | | Yes | No |
|-----|---|-----|----|
| 1a | During the year did the foundation (either directly or indirectly): | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/> | 1b | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? | 1c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a | At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , , | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , , | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) N/A | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? | 4b | X |

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
▶ ☐

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| THOMAS N. LONG | CO-TRUSTEE | | | |
| P.O. BOX 87 | | | | |
| CHEYENNE, WY 82001 | 0.00 | 67,589. | 0. | 0. |
| WILLIAM VER BRUGGE | CO-TRUSTEE | | | |
| 3800 CAPITAL AVENUE | | | | |
| CHEYENNE, WY 82001 | 0.00 | 67,588. | 0. | 0. |
| CAROL KIRSHNER | CO-TRUSTEE | | | |
| 4616 CHALMERS DRIVE | | | | |
| NASHVILLE, TN 37215 | 0.00 | 67,588. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

| | Expenses |
|-------|----------|
| 1 N/A | |
| | 0. |
| 2 | |
| | |
| 3 | |
| | |
| 4 | |
| | |

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

| | Amount |
|--|--------|
| 1 N/A | |
| | 0. |
| 2 | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| Total. Add lines 1 through 3 | 0. |

Form 990-PF (2014)

Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | |
|--|-----------|-------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a Average monthly fair market value of securities | 1a | 22,852,605. |
| b Average of monthly cash balances | 1b | 951,657. |
| c Fair market value of all other assets | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 23,804,262. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 Subtract line 2 from line 1d | 3 | 23,804,262. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 357,064. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 23,447,198. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 1,172,360. |

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

| | | |
|---|-----------|------------|
| 1 Minimum investment return from Part X, line 6 | 1 | 1,172,360. |
| 2a Tax on investment income for 2014 from Part VI, line 5 | 2a | 16,244. |
| b Income tax for 2014. (This does not include the tax from Part VI.) | 2b | |
| c Add lines 2a and 2b | 2c | 16,244. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,156,116. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 Add lines 3 and 4 | 5 | 1,156,116. |
| 6 Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 1,156,116. |

Part XII**Qualifying Distributions** (see instructions)

| | | |
|--|-----------|------------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 1,169,062. |
| b Program-related investments - total from Part IX-B | 1b | 0. |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the: | | |
| a Suitability test (prior IRS approval required) | 3a | |
| b Cash distribution test (attach the required schedule) | 3b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,169,062. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 16,244. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,152,818. |

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2013 | (c) 2013 | (d) 2014 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 1,156,116. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | 1,169,062. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2014: | | | | |
| a From 2009 | | | | |
| b From 2010 | | | | |
| c From 2011 | | | | |
| d From 2012 | | | | |
| e From 2013 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 1,169,062. | | | | |
| a Applied to 2013, but not more than line 2a | | | 1,169,062. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2014 distributable amount | | | | 0. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 | | | | 1,156,116. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2010 | | | | |
| b Excess from 2011 | | | | |
| c Excess from 2012 | | | | |
| d Excess from 2013 | | | | |
| e Excess from 2014 | | | | |

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|------------|
| a Paid during the year | | | | |
| SEE ATTACHED LIST | | | | 1,169,062. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3a | 1,169,062. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3b | 0. |

Part IV. Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|----------------------------|--|--------------------------------------|----------------------------------|
| 1a | KKR FINANCIAL HOLDINGS K-1 | P | | |
| b | KKR FINANCIAL HOLDINGS K-1 | P | | |
| c | KKR & CO. L.P. K-1 | P | | |
| d | KKR & CO. L.P. K-1 | P | | |
| e | WELLS FARGO - 1585 | P | | |
| f | WELLS FARGO - 1585 | P | | |
| g | WELLS FARGO - 1594 | P | | |
| h | WELLS FARGO - 1594 | P | | |
| i | WELLS FARGO - 1612 | P | | |
| j | WELLS FARGO - 1612 | P | | |
| k | WELLS FARGO - 1621 | P | | |
| l | WELLS FARGO - 1621 | P | | |
| m | JP MORGAN - 1009 | P | | |
| n | JP MORGAN - 1009 | P | | |
| o | JP MORGAN - 5000 | P | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | 2. | -2. |
| b | 66. | | 66. |
| c | 4. | | 4. |
| d | 421. | | 421. |
| e | 34,201. | 12,261. | 21,940. |
| f | 156,605. | 125,785. | 30,820. |
| g | 911,424. | 994,318. | -82,894. |
| h | 2,774,661. | 2,043,390. | 731,271. |
| i | 2,789,921. | 2,918,785. | -128,864. |
| j | 2,728,914. | 2,210,867. | 518,047. |
| k | 86,661. | 95,508. | -8,847. |
| l | 1,411,307. | 963,221. | 448,086. |
| m | 95,849. | 93,222. | 2,627. |
| n | 346,923. | 330,726. | 16,197. |
| o | 223,038. | 240,147. | -17,109. |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | -2. |
| b | | | 66. |
| c | | | 4. |
| d | | | 421. |
| e | | | 21,940. |
| f | | | 30,820. |
| g | | | -82,894. |
| h | | | 731,271. |
| i | | | -128,864. |
| j | | | 518,047. |
| k | | | -8,847. |
| l | | | 448,086. |
| m | | | 2,627. |
| n | | | 16,197. |
| o | | | -17,109. |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|------------------------------|--|--------------------------------------|----------------------------------|
| 1a | JP MORGAN - 5000 | P | | |
| b | JP MORGAN - 8002 | P | | |
| c | JP MORGAN - 8002 | P | | |
| d | JP MORGAN - 4004 | P | | |
| e | JP MORGAN - 1009 | P | | |
| f | JP MORGAN - 5000 | P | | |
| g | KKR FINANCIAL HOLDINGS BASIS | P | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | 283,222. | 313,293. | -30,071. |
| b | 78,799. | 81,364. | -2,565. |
| c | 302,269. | 311,096. | -8,827. |
| d | 157,925. | 153,584. | 4,341. |
| e | 15,918. | | 15,918. |
| f | 2,586. | | 2,586. |
| g | 20,119. | 21,852. | -1,733. |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | -30,071. |
| b | | | -2,565. |
| c | | | -8,827. |
| d | | | 4,341. |
| e | | | 15,918. |
| f | | | 2,586. |
| g | | | -1,733. |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

2 Capital gain net income or (net capital loss)

{ If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

1,511,412.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|--|-----------------------------|---------------------------------|-------------------------------|
| FROM ENTERPRISE PRODUCTS PARTNERS K-1 | 2. | 2. | |
| FROM KKR & CO. L.P. K-1 | 70. | 70. | |
| FROM KKR FINANCIAL HOLDINGS K-1 | 397. | 397. | |
| TOTAL TO PART I, LINE 3 | 469. | 469. | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|------------------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| FROM KKR & CO. L.P. K-1 | 70. | 0. | 70. | 70. | |
| FROM KKR FINANCIAL HOLDINGS K-1 | 96. | 0. | 96. | 96. | |
| JP MORGAN | 155,673. | 0. | 155,673. | 155,673. | |
| VANGUARD | 9,686. | 0. | 9,686. | 9,686. | |
| WELLS FARGO | 382,372. | 0. | 382,372. | 382,372. | |
| TO PART I, LINE 4 | 547,897. | 0. | 547,897. | 547,897. | |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|--|-----------------------------|-----------------------------------|-------------------------------|
| FROM KKR FINANCIAL HOLDINGS K-1 | 129. | 129. | |
| JP MORGAN | 10,761. | 10,761. | |
| WELLS FARGO | -13,981. | -13,981. | |
| FROM ENTERPRISE PRODUCTS PARTNERS K-1 | -1,843. | -1,843. | |
| FROM KKR & CO. L.P. K-1 | 76. | 76. | |
| MISCELLANEOUS | 654. | 654. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | -4,204. | -4,204. | |

| FORM 990-PF | | LEGAL FEES | | STATEMENT | 4 |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| LEGAL FEES | 13,180. | 13,180. | | 0. | |
| TO FM 990-PF, PG 1, LN 16A | 13,180. | 13,180. | | 0. | |

| FORM 990-PF | | ACCOUNTING FEES | | STATEMENT | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| ACCOUNTING FEES | 8,540. | 8,540. | | 0. | |
| TO FORM 990-PF, PG 1, LN 16B | 8,540. | 8,540. | | 0. | |

| FORM 990-PF | | OTHER PROFESSIONAL FEES | | STATEMENT | 6 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| INVESTMENT FEES | 200,494. | 200,494. | | 0. | |
| TO FORM 990-PF, PG 1, LN 16C | 200,494. | 200,494. | | 0. | |

| FORM 990-PF | | TAXES | | STATEMENT | 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| FOREIGN TAXES PAID | 5,345. | 5,345. | | 0. | |
| FEDERAL INCOME TAX PAID | 34,704. | 0. | | 0. | |
| TO FORM 990-PF, PG 1, LN 18 | 40,049. | 5,345. | | 0. | |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 8 |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| FROM KKR & CO. L.P. K-1 | 113. | 113. | | | 0. |
| FROM KKR FINANCIAL HOLDINGS K-1 | 726. | 726. | | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 839. | 839. | | | 0. |

| FORM 990-PF | OTHER INVESTMENTS | | STATEMENT | 9 |
|--|---------------------|-------------|----------------------|---|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE | |
| WELLS FARGO | COST | 15,068,841. | 17,764,634. | |
| VANGUARD | COST | 268,134. | 481,519. | |
| JP MORGAN | COST | 4,072,618. | 3,859,673. | |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 19,409,593. | 22,105,826. | |

Charitable Donation Ledger

Tax Year Ending 10/31/15

| Number | Date | Description of Transaction | C | Debit (-) |
|--------|----------|---|---|-------------|
| 2983 | 11/18/14 | NOAH | | \$2,000.00 |
| 2984 | 11/18/14 | Wyoming Public Radio | | \$6,800.00 |
| 2987 | 12/22/14 | Wyoming State Bar Foundation (Learning Center) | | \$5,000 00 |
| 2988 | 12/22/14 | Cheyenne Capitals Youth Hockey Assoc. | | \$1,000.00 |
| 2995 | 1/14/15 | Boys & Girls Club of Cheyenne (Chili Cookoff) | | \$2,500.00 |
| 2996 | 1/14/15 | Community Foundation of Jackson Hole | | \$1,500 00 |
| 2997 | 1/14/15 | Animal Adoption Center | | \$1,000 00 |
| 2998 | 1/14/15 | Equal Justice America | | \$1,000.00 |
| 2999 | 2/5/15 | Community Wireless of Park City | | \$1,000 00 |
| 3000 | 2/5/15 | Team Jackson Hole | | \$1,500 00 |
| 3001 | 2/6/15 | University of Wyoming Foundation (#3 EP Adjunct Faculty Fund) | | \$48,615 00 |
| 3002 | 2/6/15 | Wyoming Citizen Review Panel, Inc. | | \$100.00 |
| 3003 | 2/6/15 | CFD Volunteer Crisis Fund | | \$1,500 00 |
| 3004 | 2/6/15 | Mountain Vista Retirement Residence | | \$5,000.00 |
| 3005 | 2/6/15 | Jackson Hole Community Radio | | \$1,250.00 |
| 3006 | 2/6/15 | University of Wyoming Foundation (fbo College of Law) | | \$5,000.00 |
| 3007 | 2/6/15 | Craig Hospital Foundation | | \$3,500 00 |
| 3011 | 3/5/15 | Cheyenne Animal Shelter Services | | \$1,500.00 |
| 3012 | 3/5/15 | Boys & Girls Club of Evanston | | \$2,000 00 |

| Number | Date | Description of Transaction | C | Debit (-) |
|--------|---------|---|---|-------------|
| 3013 | 3/5/15 | Uinta Recycling, Inc. | | \$1,000.00 |
| 3014 | 3/5/15 | Silicon Couloir | | \$5,000 00 |
| 3015 | 3/5/15 | Wyoming State Bar Foundation (fbo Women's Legal Forum) (voided/replaced with #3019) | | \$0.00 |
| 3016 | 3/16/15 | Hope Alliance | | \$750.00 |
| 3018 | 4/1/15 | Scottish Rite Foundation of Wyoming | | \$15,000 00 |
| 3019 | 4/6/15 | Wyoming State Bar Foundation (fbo Women's Legal Forum) [replaces #3015] | | \$750.00 |
| 3020 | 4/6/15 | Soroptimist Int'l of Evanston, Wyoming | | \$500 00 |
| 3021 | 4/6/15 | The Foundation at Rolling Hills | | \$2,500.00 |
| 3022 | 4/6/15 | CRMC Foundation | | \$5,000.00 |
| 3023 | 4/6/15 | Cheyenne LEADS | | \$625.00 |
| 3024 | 4/6/15 | Wyoming Stock Growers Land Trust | | \$1,000 00 |
| 3025 | 4/6/15 | Boys & Girls Club of Cheyenne (breakfast) | | \$5,000 00 |
| 3048 | 4/24/15 | Wyoming Trial Lawyers Foundation | | \$100.00 |
| 3049 | 4/27/15 | Wyoming Business Coalition on Health | | \$5,000.00 |
| 3051 | 5/7/15 | Rotary Foundation | | \$1,000.00 |
| 3053 | 5/18/15 | Soroptomist of Jackson Hole | | \$3,500.00 |
| 3054 | 5/18/15 | Cheyenne Frontier Days | | \$27,500 00 |
| 3055 | 5/18/15 | Cheyenne Civi Concert Band | | \$2,000 00 |
| 3056 | 5/28/15 | National MS Society | | \$100 00 |
| 3057 | 6/15/15 | Liver Center USF Foundation | | \$1,000 00 |

| Number | Date | Description of Transaction | C | Debit (-) |
|--------|---------|---|---|-------------|
| 3058 | 6/15/15 | Harvard Magazine | | \$55 00 |
| 3059 | 6/15/15 | Teton Youth and Family Services | | \$500.00 |
| 3060 | 6/15/15 | CLIMB Wyoming | | \$1,000.00 |
| 3061 | 6/15/15 | Recovery Wyoming | | \$100.00 |
| 3062 | 6/15/15 | Free Congress Foundation | | \$15,000 00 |
| 3063 | 6/15/15 | University of Wyoming Foundation | | \$30,000.00 |
| 3068 | 6/17/15 | Denver Urban Scholars | | \$350 00 |
| 3070 | 6/26/15 | Greater Cheyenne Foundation (Partners in Prosperity Luncheon) | | \$2,000 00 |
| 3071 | 6/26/15 | Greater Cheyenne Foundation (Bootification Ball) | | \$1,500 00 |
| 3072 | 6/26/15 | P.C. Rotary Foundation | | \$1,500 00 |
| 3073 | 7/2/15 | GAIN, Inc. | | \$7,000 00 |
| 3074 | 7/2/15 | Teton Wildlife Rehabilitation Center | | \$5,000 00 |
| 3075 | 7/7/15 | Wyoming State Bar Foundation | | \$2,500 00 |
| 3076 | 7/15/15 | Jackson Hole Community Radio | | \$1,500 00 |
| 3077 | 7/15/15 | Wyoming Down Syndrome Association | | \$1,000 00 |
| 3079 | 8/4/15 | Grace for 2 Brothers Foundation | | \$200.00 |
| 3080 | 8/4/15 | Community Wireless of Park City | | \$2,100 00 |
| 3083 | 8/4/15 | Meals on Wheels of Cheyenne | | \$1,500 00 |
| 3084 | 8/4/15 | Boys & Girls Club of Cheyenne | | \$2,500 00 |
| 3085 | 8/4/15 | Friends of the Cheyenne Botanic Gardens | | \$1,500 00 |

| Number | Date | Description of Transaction | C | Debit (-) |
|--------|----------|---|---|------------|
| 3087 | 8/4/15 | Our Savior Lutheran Church | | \$500.00 |
| 3089 | 8/12/15 | Community Wireless of Park City | | \$1,000 00 |
| 3090 | 8/13/15 | Freedom Service Dogs, Inc. | | \$1,500 00 |
| 3091 | 8/21/15 | Cheyenne Competitive Baseball Association | | \$4,000 00 |
| 3093 | 9/1/15 | Cheyenne Youth Symphony | | \$500.00 |
| 3094 | 9/1/15 | Laramie County Library Foundation | | \$500.00 |
| 3095 | 9/1/15 | Navy Ball Fund | | \$350 00 |
| 3096 | 9/1/15 | Cheyenne Greek Festival | | \$500 00 |
| 3097 | 9/15/15 | Community Foundation of Jackson Hole (KOHL 89.1 FM) (Old Bills Fun Run) | | \$7,500.00 |
| 3098 | 9/15/15 | Hydro-Eakley High School Speech & Debate | | \$2,000 00 |
| 3099 | 9/15/15 | Holland & Hart Foundation (Jackson Friday Food Bag Program) | | \$2,000 00 |
| 3102 | 9/18/15 | Free the Girls | | \$1,250 00 |
| 3103 | 9/18/15 | Teton County Library Foundation | | \$6,200.00 |
| 3144 | 10/14/15 | Northern Colorado Youth Hockey | | \$3,000.00 |
| 3145 | 10/14/15 | Cheyenne Symphony Orchestra | | \$1,000.00 |
| 3146 | 10/14/15 | WyoFile | | \$1,000.00 |
| 3147 | 10/14/15 | Leukemia & Lymphoma Society | | \$500.00 |
| 3148 | 10/14/15 | CASA of Laramie County | | \$600.00 |
| 3149 | 10/14/15 | Harvard Magazine | | \$100.00 |
| 3150 | 10/14/15 | Tanner Seebaum Foundation | | \$1,000 00 |

| Number | Date | Description of Transaction | C Debit (-) |
|--------|----------|--|--------------|
| 3151 | 10/14/15 | Cheyenne Masonic Temple Endowment Fund | \$1,000.00 |
| 3152 | 10/14/15 | ACTEC Foundation | \$1,000.00 |
| 3153 | 10/14/15 | University of Wyoming Foundation (pledges) | \$80,000.00 |
| 3155 | 10/22/15 | Community Foundation of Jackson Hole - Fund for the Arts (Yelloween Veuve Clicuot Party) | \$3,000.00 |
| 3156 | 10/22/15 | Denver Urban Scholars | \$2,500.00 |
| 3157 | 10/22/15 | Wyoming Public Radio | \$6,800.00 |
| 3158 | 10/29/15 | Louisa Swain Foundation | \$1,000.00 |
| 3159 | 10/29/15 | University of Wyoming Foundation | \$13,492.33 |
| 3050 | 5/5/15 | National MS Society | \$100,000.00 |
| 3088 | 8/7/15 | UW Foundation (High Altitude Performance Center) | \$250,000.00 |
| 3100 | 9/17/15 | St. Jude's Children's Research Center | \$39,687.34 |
| 3008 | 2/18/15 | Vanderbilt Children's Hospital fbo Jr. League Family Resource Center | \$5,000.00 |
| 3009 | 2/18/15 | Nashville Public Radio | \$35,000.00 |
| 3027 | 4/15/15 | Susquehanna University | \$10,000.00 |
| 3028 | 4/15/15 | Cheekwood Botanical Garden & Museum of Art | \$5,000.00 |
| 3029 | 4/15/15 | Williams College | \$5,000.00 |
| 3030 | 4/15/15 | National Aphasia Association | \$5,000.00 |
| 3031 | 4/15/15 | Nature Conservancy of Tennessee | \$10,000.00 |
| 3032 | 4/15/15 | Nashville Symphony | \$10,000.00 |
| 3033 | 4/15/15 | Frist Center for Visual Arts | \$15,000.00 |

| Number | Date | Description of Transaction | C | Debit (-) |
|--------|---------|--|---|-------------|
| 3034 | 4/15/15 | Land Trust for Tennessee | | \$3,500.00 |
| 3035 | 4/15/15 | National Parks Conservation Association | | \$5,000 00 |
| 3036 | 4/15/15 | Nashville Rescue Mission | | \$1,000.00 |
| 3037 | 4/15/15 | Youth Speaks Nashville | | \$1,000.00 |
| 3038 | 4/15/15 | Community Food Advocates | | \$1,000 00 |
| 3039 | 4/15/15 | Friends of Radnor Lake | | \$5,000 00 |
| 3040 | 4/15/15 | Habitat for Humanity Nashville | | \$1,000.00 |
| 3041 | 4/15/15 | Nashville Public Television | | \$3,500.00 |
| 3042 | 4/15/15 | Tennessee State Museum Foundation | | \$2,000.00 |
| 3043 | 4/15/15 | Travellers Rest Museum Foundation | | \$1,000 00 |
| 3044 | 4/15/15 | Harvard Medical School | | \$5,000 00 |
| 3045 | 4/15/15 | Springside School | | \$3,500.00 |
| 3046 | 4/15/15 | Second Harvest Food Bank | | \$1,000 00 |
| 3064 | 6/15/15 | Cheekwood Botanical Garden & Museum of Art | | \$10,000 00 |
| 3065 | 6/15/15 | Vanderbilt Children's Hospital | | \$75,000 00 |
| 3066 | 6/15/15 | Vanderbilt Children's Hospital fbo Jr. League Family Resource Center | | \$25,000 00 |
| 3067 | 6/15/15 | Vanderbilt University Medical Center | | \$50,000.00 |
| 3104 | 9/21/15 | AFS-USA, Inc. | | \$1,500 00 |
| 3105 | 9/21/15 | Ronald McDonald House Charities | | \$1,000.00 |
| 3106 | 9/21/15 | Gilda's Club | | \$1,000 00 |

| Number | Date | Description of Transaction | C | Debit (-) |
|--------|---------|--|---|------------|
| 3107 | 9/21/15 | Belcourt Theater, Inc. | | \$1,000 00 |
| 3108 | 9/21/15 | Historic Nashville | | \$2,000 00 |
| 3109 | 9/21/15 | Tennessee Craft | | \$2,000 00 |
| 3110 | 9/21/15 | University School of Nashville | | \$5,000 00 |
| 3111 | 9/21/15 | Nashville Ballet | | \$2,000 00 |
| 3112 | 9/21/15 | Our Kids Nashville | | \$2,500.00 |
| 3113 | 9/21/15 | Governor's Books from Birth Foundation | | \$1,000.00 |
| 3114 | 9/21/15 | KaBoom | | \$2,000.00 |
| 3115 | 9/21/15 | Nashville Public Library Foundation | | \$2,000.00 |
| 3116 | 9/21/15 | Harvard College Fund | | \$2,000.00 |
| 3117 | 9/21/15 | Radcliffe Institute for Advanced Study | | \$2,000 00 |
| 3118 | 9/21/15 | Bryn Mawr College Alumni Assoc. | | \$1,000 00 |
| 3119 | 9/21/15 | Haverford School | | \$1,000 00 |
| 3120 | 9/21/15 | Nashville Humane Society Corp. | | \$1,000.00 |
| 3121 | 9/21/15 | United Way Nashville | | \$5,000.00 |
| 3122 | 9/21/15 | Amelia Island Chamber Music Festival | | \$1,000.00 |
| 3123 | 9/21/15 | Amelia Island Museum of History | | \$1,000.00 |
| 3124 | 9/21/15 | Amelia Island Jazz Festival | | \$1,000 00 |
| 3125 | 9/21/15 | Nassau Humane Society | | \$1,000 00 |
| 3126 | 9/21/15 | Island Art Association | | \$1,000 00 |

| Number | Date | Description of Transaction | C | Debit (-) |
|--------|---------|--|---|-------------|
| 3127 | 9/21/15 | Mental Health Assoc. of Middle Tenn. | | \$500.00 |
| 3128 | 9/21/15 | Alzheimer's Association | | \$500.00 |
| 3129 | 9/21/15 | American Heart Association | | \$500 00 |
| 3130 | 9/21/15 | National Trust for Historic Preservation | | \$1,500 00 |
| 3131 | 9/21/15 | Williams College | | \$5,000 00 |
| 3132 | 9/21/15 | National Aphasia Association | | \$10,000 00 |
| 3133 | 9/21/15 | Nashville Public Radio | | \$5,000 00 |
| 3134 | 9/21/15 | Void | | \$0 00 |
| 3135 | 9/21/15 | Nashville Public Television | | \$5,000 00 |
| 3136 | 9/21/15 | Harvard Medical School | | \$5,000 00 |
| 3137 | 9/21/15 | Springside School | | \$5,000.00 |
| 3138 | 9/21/15 | Nature Conservancy of Tennessee | | \$4,000 00 |
| 3139 | 9/21/15 | Land Trust for Tennessee | | \$4,000 00 |
| 3140 | 9/28/15 | National Parks Conservation Association | | \$5,000.00 |
| 3141 | 9/28/15 | Nashville Rescue Mission | | \$1,729 11 |
| 3142 | 9/28/15 | Habitat for Humanity | | \$1,729 11 |
| 3143 | 9/28/15 | Second Harvest Food Bank | | \$1,729 11 |

\$1,169,062.00

The Andrew Allen Charitable Foundation

EIN: 23-7862257

Form 990-PF, Part II, Line 13 Attachment

| Vanguard | | Book Value | Market Value |
|--------------------|--|-------------------|---------------------|
| 500 INDEX FUND ADM | | 268,134.39 | 481,519.49 |

| JP 9009 | | Book Value | Market Value |
|---------------------|---------|-------------------|---------------------|
| JPMORGAN CHASE & CO | At Cost | 21,981.83 | 20,873.00 |

| JP 1009 | | Book Value | Market Value |
|---------------------------------|---------|-------------------|---------------------|
| ABERDEEN ASIA-PAC XJ-INST | At Cost | 41,944.15 | 40,346.16 |
| ABERDEEN ASIA PAS SMALL INC | At Cost | 41,863.06 | 32,829.83 |
| JOHCM ASIA EX-JAPAN EQ-IS | At Cost | 84,588.00 | 81,178.69 |
| T ROWE PRICE NEW ASIA | At Cost | 117,182.00 | 112,028.90 |
| DELAWARE EMERGING MARKETS | At Cost | 61,326.68 | 60,888.51 |
| ISHARES TR | At Cost | 20,795.17 | 22,271.36 |
| JPM EMG MKT | At Cost | 141,317.60 | 132,260.55 |
| LAZARD EMERG MKT | At Cost | 208,591.00 | 166,585.92 |
| NEUBERGER BERMAN EQUITY | At Cost | 27,036.00 | 25,486.55 |
| VIRTUS EMERGING MKTS | At Cost | 114,949.00 | 116,384.35 |
| VIRTUS EMERGING MARKETS EQUITY | At Cost | 225,286.00 | 196,619.96 |
| ISHARES S&P CONSUMER STAPLES | At Cost | 33,612.95 | 33,622.26 |
| ISHARES TR | At Cost | 25,147.07 | 25,132.54 |
| ISHARES INC | At Cost | 109,246.57 | 106,201.54 |
| HSBC FDS | At Cost | 194,952.26 | 194,578.57 |
| FRANKLIN TEMPLTON EMERGING MKTS | At Cost | 45,584.24 | 40,587.71 |
| ASHMORE FDS | At Cost | 46,488.15 | 38,268.62 |
| PIMCO EMERGIN LOCAL BOND | At Cost | 85,559.00 | 64,536.45 |

| JP 5000 | | Book Value | Market Value |
|----------------|--|-------------------|---------------------|
| SOLD | | | |

| JP 8002 | | Book Value | Market Value |
|--------------------------|---------|-------------------|---------------------|
| WPX ENERGY INC | At Cost | 7,507.50 | 7,035.00 |
| AIRCASTLE LTD | At Cost | 4,250.00 | 4,219.56 |
| JARDEN CORP | At Cost | 7,855.00 | 7,577.50 |
| RRI ENERGY INC | At Cost | 5,512.50 | 4,600.00 |
| SERVICE CORP INTL | At Cost | 22,500.00 | 21,500.00 |
| LIMITED BRANDS INC | At Cost | 22,425.00 | 21,600.00 |
| CHESAPEAKE ENERGY CORP | At Cost | 21,200.00 | 18,475.00 |
| SLM CORP MTN | At Cost | 10,000.00 | 10,133.20 |
| ALLY FINANCIAL INC | At Cost | 2,000.00 | 2,016.26 |
| CABLEVISION SYSTEMS CORP | At Cost | 10,525.00 | 10,525.00 |
| MERRILL LYNCH & CO | At Cost | 16,377.00 | 16,795.95 |
| CHS/COMMUNITY HEALTH SYS | At Cost | 6,232.50 | 6,112.50 |

| | | | |
|------------------------------|---------|-----------|-----------|
| FRONTIER COMMUNICATIONS | At Cost | 16,031.25 | 15,900.00 |
| GENERAL MOTORS CO | At Cost | 7,195.00 | 7,098.70 |
| GSX HOLDINGS LLC | At Cost | 11,600.00 | 10,755.10 |
| HERTZ CORP | At Cost | 5,398.95 | 5,146.85 |
| LENNAR CORP | At Cost | 10,025.00 | 10,375.00 |
| DISH DBS CORP | At Cost | 11,550.00 | 10,997.90 |
| STARZ LLC/STARZ FIN CORP | At Cost | 10,431.25 | 10,237.50 |
| GANNETT CO INC | At Cost | 6,281.25 | 6,240.00 |
| FLEXTRONICS INTL LTD | At Cost | 5,015.00 | 5,150.00 |
| ALLY FINANCIAL INC | At Cost | 2,025.00 | 2,065.00 |
| EQUINIX INC SR NOTES | At Cost | 11,302.50 | 11,588.72 |
| AIRCASTLE LTD | At Cost | 4,365.00 | 4,580.00 |
| ACCO BRANDS CORP | At Cost | 12,720.00 | 12,840.00 |
| CF INDUSTRIES INC | At Cost | 12,182.50 | 11,601.90 |
| CIT GROUP INC | At Cost | 10,750.00 | 10,816.80 |
| LEVEL 3 FINANCING INC | At Cost | 9,565.00 | 9,545.67 |
| GANNETT CO INC | At Cost | 5,218.78 | 5,225.00 |
| ICAHN ENTERPRISES/FIN | At Cost | 6,314.28 | 6,278.58 |
| SPRINT NEXTEL CORP | At Cost | 2,182.50 | 1,860.00 |
| NRG ENERGY INC | At Cost | 15,075.00 | 15,450.00 |
| NIELSEN FINANCE LLC/CO | At Cost | 6,075.00 | 6,210.00 |
| TENET HEALTHCARE CORP | At Cost | 8,590.00 | 8,680.00 |
| ENERGY TRANSFER EQUITY | At Cost | 22,550.00 | 21,500.00 |
| INTELSAT JACKSON HLDG | At Cost | 10,775.00 | 9,100.00 |
| METROPCS WIRELESS INC | At Cost | 2,070.00 | 2,065.00 |
| PRECISION DRILLING CORP | At Cost | 10,840.00 | 8,925.00 |
| COVANTA HOLDING CORP | At Cost | 5,420.00 | 5,200.00 |
| INTL LEASE FINANCE CORP | At Cost | 25,217.50 | 26,345.00 |
| CONCHO RESOURCES INC | At Cost | 11,125.00 | 10,350.00 |
| TENET HEALTHCARE CORPORATION | At Cost | 11,055.00 | 11,055.00 |
| TRIUMPH GROUP INC | At Cost | 10,125.00 | 8,975.00 |
| ALCOA INC | At Cost | 6,517.50 | 6,236.52 |
| GRAPHIC PACKAGING INTL | At Cost | 4,987.50 | 5,112.50 |
| AMERIGAS PART FIN CORP | At Cost | 11,302.50 | 11,357.50 |
| AMKOR TECHNOLOGIES INC | At Cost | 7,052.50 | 6,903.75 |
| DISH DBS CORP | At Cost | 10,862.50 | 10,325.00 |
| VULCAN MATERIALS | At Cost | 14,350.00 | 14,280.00 |
| AES CORPORATION | At Cost | 19,210.00 | 18,105.00 |
| AMC NETWORKS INC | At Cost | 11,495.00 | 10,750.00 |
| RENGENCY ENERGY PARTNERS | At Cost | 4,310.00 | 4,130.00 |
| CHS CMNTY HEALTH SYS INC | At Cost | 6,270.00 | 6,210.00 |
| LIFEPOINT HOSPITALS INC | At Cost | 6,345.00 | 6,105.00 |
| MGM RESORT INTL | At Cost | 20,795.00 | 21,337.40 |
| SESI LLC | At Cost | 5,657.50 | 4,856.25 |
| CCO HLDGS LLC/CAP CORP | At Cost | 22,047.50 | 22,260.00 |
| LAMAR MEDIA CORP | At Cost | 11,042.50 | 10,600.00 |
| MICRON TECHNOLOGY INC | At Cost | 6,277.50 | 6,105.00 |

| | | | |
|--------------------------|---------|-----------|-----------|
| TOIL BROS FINANCE CORP | At Cost | 10,375.00 | 10,692.80 |
| ARCELORMITTAL | At Cost | 26,331.25 | 23,828.25 |
| OSHKOSH CORP | At Cost | 2,005.00 | 2,030.00 |
| CENTURYLINK INC | At Cost | 17,307.50 | 16,601.35 |
| HCA INC | At Cost | 10,125.00 | 9,922.50 |
| WYNN LAS VEGAS LLC/CORP | At Cost | 8,692.50 | 8,910.00 |
| MERITAGE HOMES CORP | At Cost | 6,530.00 | 6,570.00 |
| T-MOBILE USA INC | At Cost | 13,601.25 | 13,415.87 |
| CONSTELLATION BRANDS INC | At Cost | 7,825.00 | 7,813.75 |
| GOODYEAR TIRE AND RUBBER | At Cost | 5,468.75 | 5,437.50 |
| AMERIGAS FINANCE LLC COR | At Cost | 5,466.25 | 5,275.00 |
| SALLY HOLDINGS/SALLY CAP | At Cost | 7,425.00 | 7,437.50 |
| CHOICE HOTELS INTL INC | At Cost | 6,495.00 | 6,481.38 |
| CHESAPEAKE MIDSTREAM PT | At Cost | 3,930.00 | 4,000.00 |
| NCR CORP | At Cost | 5,012.50 | 4,925.00 |
| CIT GROUP INC | At Cost | 9,848.00 | 10,537.50 |
| SMITHFIELD FOODS INC | At Cost | 5,380.00 | 5,331.25 |
| STEEL DYNAMICS INC | At Cost | 6,430.00 | 6,180.00 |
| CONTINENTAL RESOURCES | At Cost | 11,247.50 | 9,845.00 |
| COVANTA HOLDING CORP | At Cost | 10,281.25 | 10,550.00 |
| QEP RESOURCES INC | At Cost | 19,893.75 | 18,000.00 |
| AMERICAN AXLE & MFG INC | At Cost | 5,357.50 | 5,337.50 |
| CELANESE US HOLDINGS LLC | At Cost | 7,110.00 | 7,026.25 |
| CLEAR CHANNEL WORLDWIDE | At Cost | 5,312.50 | 5,237.50 |
| E TRADE FINANCIAL CORP | At Cost | 6,085.00 | 6,415.14 |
| JARDEN CORP | At Cost | 1,072.50 | 1,033.75 |
| SPRINT NEXTEL CORP | At Cost | 19,120.00 | 17,139.80 |
| ROYAL CARRIBEAN CRUISES | At Cost | 8,467.50 | 8,520.00 |
| CINEMARK USA INC | At Cost | 9,400.00 | 10,000.00 |
| PVH CORP | At Cost | 4,998.75 | 5,000.00 |
| ROYAL BK SCOTLND GRP PLC | At Cost | 21,054.08 | 21,996.00 |
| CROWN AMER/CAP CORP IV | At Cost | 9,900.00 | 10,012.50 |
| CROWN CASTLE INTL CORP | At Cost | 6,937.50 | 7,533.75 |
| CLEARWATER PAPER CORP | At Cost | 5,857.50 | 5,730.00 |
| MARKWEST ENERGY PART/FIN | At Cost | 16,340.00 | 15,840.00 |
| POLYONE CORP | At Cost | 5,972.50 | 6,000.00 |
| RANGE RESOURCES CORP | At Cost | 5,760.00 | 5,325.00 |
| CONCHO RESOURCES INC | At Cost | 6,285.00 | 6,048.72 |
| STEEL DYNAMICS INC | At Cost | 8,110.00 | 7,860.00 |
| T-MOBILE USA INC | At Cost | 2,140.00 | 2,070.00 |
| CST BRANDS INC | At Cost | 4,920.00 | 5,050.00 |
| TARGA RESOURCES PARTNERS | At Cost | 6,052.50 | 5,595.00 |
| VERISIGN INC | At Cost | 5,880.00 | 5,990.58 |
| ACCESS MIDSTREAM PARTNER | At Cost | 4,900.00 | 4,525.00 |
| COMMERCIAL METALS CO | At Cost | 5,718.72 | 5,362.98 |
| ADT CORP | At Cost | 4,362.50 | 4,832.85 |
| UNITED RENTALS NORTH AM | At Cost | 11,857.50 | 11,440.00 |

| | | | |
|-------------------------|---------|-----------|-----------|
| PFIZER INC | At Cost | 7,116.12 | 6,981.60 |
| GENERAL MOTORS CO | At Cost | 11,830.00 | 11,530.20 |
| GLP CAPITAL LP / FIN II | At Cost | 6,315.00 | 6,090.00 |
| NEWFIELD EXPLORATION CO | At Cost | 13,807.50 | 13,965.00 |
| IRON MOUNTAIN INC | At Cost | 6,087.50 | 6,052.50 |
| ALCOA INC | At Cost | 11,565.00 | 10,910.24 |
| CNO FINANCIAL GROUP INC | At Cost | 5,202.50 | 5,312.50 |
| ALCOA INC | At Cost | 7,640.00 | 6,970.81 |
| GMAC | At Cost | 18,707.50 | 19,400.00 |
| ALCOA INC NT | At Cost | 6,246.85 | 5,602.38 |

| JP 4004 | | Book Value | Market Value |
|------------------------------|---------|-------------------|---------------------|
| ABB LTD | At Cost | 26,799.94 | 25,676.80 |
| ASTRAZENECA PLC | At Cost | 33,539.05 | 36,354.60 |
| BAE SYSTEMS PLC | At Cost | 47,931.37 | 44,362.00 |
| BAYER A G | At Cost | 19,840.66 | 22,017.60 |
| BCE INC | At Cost | 32,006.33 | 30,895.15 |
| BHP LTD | At Cost | 21,776.20 | 14,964.95 |
| BNP PARIBAS | At Cost | 47,729.60 | 41,330.40 |
| BOC HONG KONG HOLDINGS LTD | At Cost | 11,215.03 | 11,264.75 |
| BRITISH AMERICAN TOBACCO PLC | At Cost | 41,032.19 | 44,878.00 |
| CNOOC LTD | At Cost | 20,786.10 | 11,936.40 |
| COST OF PENDING PURCHASES | At Cost | (3,115.41) | (3,115.41) |
| DEUTSCHE TELEKOM AG | At Cost | 33,219.38 | 40,865.40 |
| DEUTSCHE POST AG | At Cost | 27,199.28 | 25,088.05 |
| ENGIE | At Cost | 23,727.57 | 16,003.35 |
| GLAXOSMITHKLINE PLC-SPON ADR | At Cost | 45,180.26 | 40,261.10 |
| HONDA MOTOR CO LTD SPONS ADR | At Cost | 39,112.83 | 38,762.10 |
| HSBC HOLDINGS PLC-SPONS ADR | At Cost | 33,157.63 | 23,637.35 |
| IMPERIAL TOBACCO GR-SPON ADR | At Cost | 31,622.19 | 46,341.10 |
| JAPAN TOBACCO INC-UNSPON ADR | At Cost | 44,764.69 | 45,265.65 |
| MANULIFE FINANCIAL CORP | At Cost | 14,006.41 | 14,516.25 |
| MICHELIN (CGDE)-UNSPON ADR | At Cost | 26,065.07 | 25,350.40 |
| MTN GROUP LTD SPONS ADR | At Cost | 20,572.17 | 11,638.20 |
| MUENCHER RUECK-UNSPON ADR | At Cost | 38,645.04 | 39,111.80 |
| NESTLE SA-SPONS ADR | At Cost | 47,425.30 | 50,686.30 |
| NIPPON TEL & TEL CORP | At Cost | 19,218.12 | 26,629.25 |
| NOVARTIS A G | At Cost | 39,265.63 | 44,310.70 |
| ORKLA A S A | At Cost | 23,079.01 | 23,899.35 |
| PROCEEDS FROM PENDING SALES | At Cost | 616.74 | 616.74 |
| REXAM PLC-SPONSORED ADR | At Cost | 12,494.37 | 10,524.80 |
| ROCHE HOLDINGS LTD | At Cost | 41,667.38 | 42,387.50 |
| ROYAL DUTCH SHELL | At Cost | 16,443.92 | 12,655.60 |
| SANOFI | At Cost | 39,029.41 | 39,013.50 |
| SIEMENS | At Cost | 30,623.18 | 25,142.50 |
| SINGAPORE TELECOMMUNICATIONS | At Cost | 20,490.49 | 19,203.75 |
| SMITHS GROUP | At Cost | 34,292.11 | 28,131.35 |

| | | | |
|----------------------|---------|-----------|-----------|
| SOUTH32 | At Cost | 648.00 | 370.08 |
| SSE PLC | At Cost | 49,118.30 | 46,223.00 |
| STATIOL ASA | At Cost | 12,396.96 | 8,241.60 |
| TELEKOMUNIKASI IND | At Cost | 6,271.78 | 6,162.80 |
| TOTAL SA | At Cost | 38,498.61 | 33,761.00 |
| UBS GROUP AG-REG | At Cost | 39,134.61 | 41,662.40 |
| UNILEVER NV | At Cost | 36,033.23 | 42,281.20 |
| UNITED OVERSEAS BANK | At Cost | 16,852.27 | 14,830.80 |
| US DOLLAR | At Cost | 50,039.21 | 50,039.21 |
| VODAFONE GROUP | At Cost | 46,071.12 | 31,947.93 |
| ZURICH INSURANCE | At Cost | 31,506.32 | 31,920.45 |

| WF 1585 | | Book Value | Market Value |
|---------------------------------------|---------|------------|--------------|
| BP PLC SPONS ADR | At Cost | 49,310.06 | 35,700.00 |
| ENTERPRISE PRODUCTS | At Cost | 26,269.38 | 33,156.00 |
| FLOUR CORP | At Cost | 52,137.49 | 47,810.00 |
| INTERNATIONAL BUSINESS MACHINE CORP | At Cost | 26,261.00 | 28,016.00 |
| ISHARES U.S. CONSUMER SERVICES IYC | At Cost | 29,577.65 | 73,939.80 |
| ISHARES U.S. TELECOMMUNICATIONS | At Cost | 26,587.71 | 26,883.00 |
| ISHARES GLOBAL FINANCIALS | At Cost | 79,117.98 | 54,500.00 |
| ISHARES GLOBAL TELECOM | At Cost | 26,053.06 | 24,268.00 |
| ISHARES U.S. TECHNOLOGY IYW | At Cost | 87,033.29 | 218,480.00 |
| ISHARES NORTH AMERICAN TECH | At Cost | 49,106.75 | 111,600.00 |
| ISHARES GLOBAL TECH | At Cost | 52,982.92 | 89,766.00 |
| ISHARES MSCI JAPAN | At Cost | 99,966.49 | 86,240.00 |
| ISHARES SELECT | At Cost | 163,115.27 | 230,610.00 |
| KKR & CO L P DEL | At Cost | 5,791.05 | 4,373.25 |
| LLOYDS BANKING GROUP PLC | At Cost | 38,359.60 | 4,694.50 |
| POWERSHARES DYNAMIC BUILDING AND CONS | At Cost | 49,190.51 | 62,711.74 |
| PROCTER & GAMBLE CO PG | At Cost | 30,446.47 | 38,190.00 |
| REALTY INCOME CORP REIT O | At Cost | 19,214.74 | 49,460.00 |
| SPIDER S&P INTELNERGY SECTOR ETF IPW | At Cost | 24,834.21 | 17,110.00 |
| THORNBURG MORTGAGE IN | At Cost | 87,787.62 | - |
| VANGUARD HEALTH CARE ET VHT | At Cost | 49,610.94 | 117,837.00 |
| VANGUARD INDUSTRIALS ET | At Cost | 54,039.34 | 92,925.00 |
| VANGUARD INFORMATION ET TECHNOLOGY | At Cost | 49,889.65 | 110,460.00 |
| VANGUARD MATERIALS ET | At Cost | 51,549.70 | 69,025.60 |
| WEATHERFORD INTERNATIONAL PLC | At Cost | 17,694.96 | 10,240.00 |
| CALL BP | At Cost | (917.67) | (1,450.00) |
| CALL ENTERPRISE PROD | At Cost | (660.83) | (72.00) |
| CALL FLUOR CORP | At Cost | (1,510.91) | (2,000.00) |
| CALL INTL BUSINESS MACH | At Cost | (1,578.89) | (12.00) |
| CALL ISHARES DOW JONES | At Cost | (1,304.08) | (100.00) |
| CALL ISHARES DOW JONES | At Cost | (1,269.04) | (900.00) |
| CALL PROCTOR & GAMBLE | At Cost | (2,799.51) | (20.00) |
| CALL VANGUARD HEALTH CAR | At Cost | (3,408.35) | (45.00) |
| CALL WEATHERFORD INTL | At Cost | (2,041.94) | (120.00) |

| | | | |
|---------------------------------|---------|------------|------------|
| AMERICAN HIGH INCOME TRUST | At Cost | 250,469.85 | 195,775.50 |
| ALLIANZGI NFJ DIVID INT & PREM | At Cost | 126,209.49 | 75,579.00 |
| GABELLI DIVIDEND & INCOME TRUST | At Cost | 18,663.93 | 19,520.00 |
| GABELLI GLOBAL SMALL | At Cost | 1,190.00 | 1,038.99 |

| WF 1594 | | Book Value | Market Value |
|-------------------------------------|---------|------------|--------------|
| ABBOTT LABORATORIES | At Cost | 175,909.20 | 235,468.80 |
| ACCENTURE PLC IRELAND | At Cost | 167,550.71 | 213,542.40 |
| ALLERGAN INC | At Cost | 243,482.40 | 259,114.80 |
| ALPHABET INC | At Cost | 196,889.73 | 311,915.97 |
| AMERISOURCEBERGEN CORP | At Cost | 63,334.27 | 129,033.87 |
| AMGEN INC | At Cost | 213,047.78 | 210,537.58 |
| CARNIVAL CORP | At Cost | 186,011.77 | 211,885.44 |
| CELGENE CORP | At Cost | 275,190.99 | 287,509.53 |
| CERNER CORP | At Cost | 219,786.70 | 206,957.38 |
| COGNIZANT TECHNOLOGY SOLUTIONS CORP | At Cost | 185,219.66 | 200,039.07 |
| COLGATE-PALMOLIVE CO | At Cost | 135,630.18 | 197,855.70 |
| COSTCO WHSL CORP NEW COM COST | At Cost | 83,956.97 | 120,803.68 |
| CVS HEALTH | At Cost | 251,552.24 | 232,429.34 |
| DOLLAR GENERAL CORP | At Cost | 169,070.75 | 151,601.49 |
| DOLLAR TREE STORES INC | At Cost | 226,356.85 | 212,384.07 |
| FACEBOOK INC | At Cost | 151,953.04 | 206,795.16 |
| GILEAD SCIENCES INC | At Cost | 123,487.32 | 189,551.89 |
| HONEYWELL INTERNATIONAL | At Cost | 238,079.98 | 243,637.52 |
| LAUDER ESTEE COS INC | At Cost | 176,848.41 | 208,874.16 |
| MASTERCARD INC CL A | At Cost | 153,443.67 | 169,767.85 |
| MCKESSON CORPORATION | At Cost | 156,747.45 | 157,344.00 |
| MODELEZ INTL INC | At Cost | 193,353.48 | 333,644.48 |
| NIKE INC CLASS B | At Cost | 62,973.29 | 108,623.87 |
| OCCIDENTAL PETE CORP | At Cost | 106,256.10 | 90,938.80 |
| PAYPAL HOLDINGS INC | At Cost | 53,250.98 | 56,463.68 |
| PEPSICO INCORPORATED | At Cost | 272,986.55 | 340,190.51 |
| QUALCOMM INC | At Cost | 45,038.39 | 37,256.34 |
| STARBUCKS CORP | At Cost | 91,104.95 | 188,961.40 |
| THERMO FISHER SCIENTIFIC | At Cost | 235,355.50 | 257,113.48 |
| TJX COS INC NEW | At Cost | 180,122.92 | 229,962.98 |
| UNION PACIFIC CORP | At Cost | 86,945.32 | 77,287.75 |
| UNITED PARCEL SERVICE-B | At Cost | 234,068.83 | 252,708.06 |
| VISA INC CLASS A | At Cost | 165,196.68 | 372,384.00 |
| WALGREENS BOOTS ALLIANCE INC | At Cost | 233,535.53 | 273,262.36 |
| WELLS FARGO COMPANY | At Cost | 80,667.32 | 128,907.34 |

| WF 1612 | | Book Value | Market Value |
|----------------------------|---------|------------|--------------|
| AFFILIATED MANAGERS GROUP | At Cost | 15,733.12 | 16,223.40 |
| ANTERO RESOURCES CORP | At Cost | 46,495.04 | 45,890.79 |
| ARMSTRONG WORLD INDUSTRIES | At Cost | 33,337.18 | 30,565.92 |
| ARTHUR J GALLAGHER & CO | At Cost | 34,660.08 | 36,033.52 |

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|------------------------------------|---------|-----------|-----------|
| AXÁLTA COATING SYSTEMS | At Cost | 25,034.25 | 24,618.33 |
| BAXALTA INC | At Cost | 15,799.85 | 17,230.00 |
| BERKLEY W R CORPORATION | At Cost | 38,717.49 | 39,695.13 |
| BRIXMOR PROPERTY GROUP | At Cost | 53,215.65 | 59,002.86 |
| BROCADE COMMUNICATIONS | At Cost | 48,810.64 | 49,515.84 |
| CARDINAL HEALTH INC | At Cost | 16,332.18 | 16,768.80 |
| CELANESE CORPORATION | At Cost | 36,899.08 | 43,411.55 |
| CF INDUSTRIES HOLDINGS INC | At Cost | 38,950.43 | 36,097.47 |
| CITIZENS FINANCIAL GRP | At Cost | 74,805.29 | 72,681.30 |
| CONAGRA FOODS INC | At Cost | 41,913.38 | 40,955.50 |
| CONCHO RESOURCES INC | At Cost | 41,868.99 | 50,536.76 |
| DDR CORP | At Cost | 38,025.54 | 42,100.80 |
| DISCOVERY COMMUNICATIONS INC A | At Cost | 22,328.36 | 24,935.68 |
| EDGEWELL PERS CARE CO | At Cost | 28,484.15 | 28,547.27 |
| ENDO INTERNATIONAL PLC | At Cost | 80,335.75 | 70,068.32 |
| ENVISION HEALTHCARE HOLDINGS | At Cost | 24,551.59 | 16,440.60 |
| EVEREST RE GROUP LTD BERMUDA | At Cost | 39,240.41 | 39,331.37 |
| FEDERAL RLTY INVT TR SBI | At Cost | 39,331.77 | 41,612.10 |
| FIDELITY NATIONAL INFORMATION SVCS | At Cost | 49,374.01 | 52,356.56 |
| FIRST DATA CORP CL A | At Cost | 34,108.03 | 33,802.56 |
| FIRST HORIZON NATIONAL CORP | At Cost | 24,668.52 | 24,035.10 |
| FIRST ENERGY CORP | At Cost | 48,364.67 | 48,734.40 |
| FORTUNE BRANDS HOME & SECURITY INC | At Cost | 40,596.75 | 41,079.05 |
| FOSSIL GROUP INC | At Cost | 20,471.41 | 19,097.91 |
| GAP INC | At Cost | 54,335.33 | 45,593.50 |
| GENWORTH FINANCIAL INC | At Cost | 11,094.39 | 10,230.48 |
| GULFPORT ENERGY CORP | At Cost | 24,905.27 | 24,040.83 |
| HERTZ GLOBAL HLDGS INC | At Cost | 58,138.74 | 63,316.50 |
| HUNTINGTON BANCSHRES INC | At Cost | 58,827.78 | 60,093.66 |
| IAC/INTERACTIVECORP | At Cost | 25,679.52 | 25,530.81 |
| INGERSOLL-RAND PLC | At Cost | 33,493.79 | 36,563.42 |
| KANSAS CITY SOUTHERN NEW | At Cost | 32,703.58 | 29,214.28 |
| KATE SPADE & CO | At Cost | 15,384.07 | 14,250.21 |
| KIRBY CORP | At Cost | 32,007.92 | 25,267.23 |
| LABORATORY CORP OF AMER HLDGS | At Cost | 47,087.65 | 61,124.52 |
| LIBERTY MEDIA CORP | At Cost | 28,999.78 | 31,437.45 |
| LINCOLN NATL CORP IND | At Cost | 74,867.74 | 79,997.45 |
| M & T BANK CORP | At Cost | 38,138.30 | 38,471.85 |
| MARTIN MARIETTA | At Cost | 34,261.47 | 30,564.55 |
| MAXIM INTEGRATED PRODS | At Cost | 31,809.44 | 38,111.40 |
| MEAD JOHNSON NUTRITION CO | At Cost | 31,213.89 | 33,292.00 |
| MGM RESORTS INTERNATIONAL | At Cost | 46,040.80 | 51,319.47 |
| MID-AMER APT COMMUNITIES | At Cost | 21,154.42 | 23,171.68 |
| MOHAWK INDS INC | At Cost | 23,234.03 | 22,091.50 |
| MOLSON COORS BRWING CO | At Cost | 25,958.00 | 43,961.90 |
| MYLAN NV | At Cost | 40,927.24 | 39,151.92 |
| NAVIENT CORP | At Cost | 39,904.41 | 42,682.84 |

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|---------------------------------|---------|-----------|-----------|
| NEWFIELD EXPLORATION | At Cost | 26,925.87 | 32,232.38 |
| NOBLE ENERGY INC | At Cost | 32,520.76 | 36,270.08 |
| NRG ENERGY INC | At Cost | 28,530.78 | 20,018.17 |
| PACKAGING CORP OF AMER | At Cost | 48,774.70 | 45,519.25 |
| PACWEST BANCORP DEL | At Cost | 21,089.67 | 21,709.28 |
| PANDORA MEDIA INC | At Cost | 14,789.11 | 9,208.00 |
| PG&E CORPORATION | At Cost | 32,238.33 | 35,457.60 |
| PIONEER NAT RES CO | At Cost | 41,267.65 | 48,684.70 |
| PRINCIPLE FINANCIAL GROUP | At Cost | 41,788.41 | 43,789.68 |
| PROLOGIS INC | At Cost | 47,724.42 | 54,737.13 |
| RALPH LAUREN CORP CLASS A | At Cost | 59,232.76 | 60,258.88 |
| RAYMOND JAMES FINANCIAL | At Cost | 71,906.90 | 77,760.21 |
| RLJ LODGING | At Cost | 41,576.66 | 36,405.59 |
| SALLY BEAUTY CO INC | At Cost | 19,818.76 | 20,077.54 |
| SCANA CORP COM | At Cost | 33,317.75 | 38,078.46 |
| SCRIPPS NETWORKS INTERACTIVE | At Cost | 24,141.36 | 27,516.64 |
| SEMPRA ENERGY SRE | At Cost | 55,302.11 | 62,470.10 |
| SLM CORP | At Cost | 40,440.00 | 35,300.00 |
| SOUTHWESTERN ENERGY CO | At Cost | 19,578.96 | 14,197.44 |
| STAPLES INC | At Cost | 42,931.28 | 40,333.95 |
| STARWOOD PROPERTY TR INC | At Cost | 40,138.24 | 37,849.56 |
| SYMANTEC CORP | At Cost | 21,488.40 | 21,032.60 |
| TESORO CORPORATION | At Cost | 16,517.00 | 17,857.31 |
| TEXTRON INC | At Cost | 33,918.00 | 35,380.63 |
| TRIUMPH GROUP INC | At Cost | 20,308.12 | 20,075.98 |
| TYSON FOODS INC CL A | At Cost | 44,637.22 | 45,557.72 |
| UNITED CONTINENTAL HOLDINGS INC | At Cost | 46,032.24 | 48,730.48 |
| VENTAS INC | At Cost | 31,334.51 | 29,868.32 |
| VIAVI SOLUTIONS INC | At Cost | 15,592.69 | 16,880.15 |
| VMWARE INC CLASS A | At Cost | 48,041.18 | 38,375.70 |
| VORNADO REALTY TR | At Cost | 31,601.07 | 35,192.50 |
| VOYA FINANCIAL INC | At Cost | 26,109.33 | 24,828.84 |
| WESTERN DIGITAL CORP | At Cost | 30,063.18 | 24,857.04 |
| WEX INC | At Cost | 16,177.34 | 15,644.34 |
| WHOLE FOODS MARKET INC | At Cost | 23,999.23 | 22,440.04 |
| WILLIAMS SONOMA INC | At Cost | 19,330.55 | 18,142.50 |
| XILINX INC | At Cost | 23,862.43 | 26,524.34 |
| XL GROUP PLC SHS | At Cost | 28,635.24 | 29,359.68 |
| ZIONS BANCORP | At Cost | 39,936.34 | 40,652.01 |

WF 1621

| | | Book Value | Market Value |
|----------------------|---------|-------------------|---------------------|
| ABBOTT LABORATORIES | At Cost | 25,250.43 | 46,502.40 |
| ALLSTATE CORP | At Cost | 48,688.38 | 120,232.84 |
| APACHE CORP COMMON | At Cost | 155,998.85 | 103,780.26 |
| AT&T INC | At Cost | 92,473.45 | 106,360.74 |
| BAKER HUGHES INC | At Cost | 96,056.18 | 99,828.60 |
| BANK NEW YORK MELLON | At Cost | 68,364.52 | 114,912.35 |

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|--------------------------|---------|------------|------------|
| BANK OF AMERICA CORP | At Cost | 139,857.40 | 147,429.08 |
| BAXALTA INC | At Cost | 43,604.00 | 46,073.02 |
| BAXTER INTERNATIONAL INC | At Cost | 57,363.10 | 53,392.92 |
| BLACKROCK INC | At Cost | 57,910.43 | 121,429.65 |
| BOEING CO | At Cost | 32,053.13 | 104,537.42 |
| BP PLC SPONS ADR | At Cost | 113,673.81 | 99,210.30 |
| CAPITAL ONE FINANCIAL | At Cost | 80,403.70 | 86,474.40 |
| CARNIVAL CORP | At Cost | 38,164.07 | 57,703.36 |
| CHEVRON CORPORATION | At Cost | 88,906.69 | 103,966.72 |
| CISCO SYSTEMS INC | At Cost | 79,249.28 | 140,009.05 |
| CONAGRA FOODS INC | At Cost | 103,418.63 | 121,933.85 |
| DISNEY WALT COMPANY | At Cost | 107,269.86 | 117,720.90 |
| DOW CHEMICAL COMPANY | At Cost | 68,574.75 | 119,616.05 |
| EMC CORP MASS | At Cost | 85,612.83 | 93,133.44 |
| EXXON MOBIL CORP | At Cost | 100,536.76 | 118,897.38 |
| FREEPORT MCMORAN INC | At Cost | 181,914.66 | 88,451.55 |
| GENERAL ELECTRIC COMPANY | At Cost | 90,191.87 | 172,854.84 |
| GENL DYNAMIC CORP COM | At Cost | 102,207.23 | 110,246.36 |
| GOLDMAN SACHS GROUP INC | At Cost | 97,634.84 | 171,375.00 |
| HEWLETT-PACKARD COMPANY | At Cost | 84,537.69 | 92,418.88 |
| INTEL CORP | At Cost | 118,304.45 | 192,494.10 |
| INVESCO LTD | At Cost | 59,488.26 | 94,567.67 |
| ITAU UNIBACO HLDGS S.A. | At Cost | 82,433.55 | 52,484.70 |
| JOHNSON& JOHNSON | At Cost | 87,736.66 | 136,996.68 |
| JOHNSON CONTROLS | At Cost | 48,865.84 | 81,956.52 |
| JPMORGAN CHASE & CO | At Cost | 117,867.38 | 171,097.75 |
| MEDTRONIC PLC | At Cost | 151,514.55 | 145,548.48 |
| MERCK & CO INC NEW | At Cost | 67,888.39 | 106,259.04 |
| METLIFE INC | At Cost | 99,393.13 | 149,578.22 |
| MICROSOFT CORP | At Cost | 50,328.94 | 109,596.48 |
| MURPHY OIL CORP | At Cost | 94,099.76 | 43,412.61 |
| NATIONAL OILWELL VARCO | At Cost | 134,836.94 | 71,591.28 |
| OCCIDENTAL PETE CORP | At Cost | 63,864.60 | 57,470.34 |
| OMNICOM GROUP | At Cost | 85,281.06 | 92,151.60 |
| PEPSICO INCORPORATED | At Cost | 56,505.40 | 89,211.87 |
| PFIZER INCORPORATED | At Cost | 84,773.69 | 153,238.42 |
| PNC FINANCIAL SERVICES | At Cost | 40,115.91 | 67,243.70 |
| PRUDENTIAL FINANCIAL INC | At Cost | 104,505.28 | 155,430.00 |
| SCHLUMBERGER LTD | At Cost | 54,080.80 | 95,746.00 |
| SIEMENS A G | At Cost | 95,416.66 | 101,575.70 |
| UNITED HEALTH GROUP | At Cost | 75,797.97 | 144,869.40 |
| VERIZON COMMUNICATIONS | At Cost | 89,855.34 | 84,290.24 |
| WELLS FARGO COMPANY | At Cost | 110,096.05 | 172,111.06 |
| WYNN RESORTS LTD | At Cost | 176,442.29 | 95,621.65 |
| 3M CO | At Cost | 33,816.38 | 71,530.55 |

Totàl

19,409,593.89

22,105,826.28